

Exhibit B

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UNITED STATES OF AMERICA

v.

MILES GUO,
a/k/a “Ho Wan Kwok,”
a/k/a “Miles Kwok,”
a/k/a “Guo Wengui,”
a/k/a “Brother Seven,”
a/k/a “The Principal,”
a/k/a “Boss,”

Defendant.

**STIPULATION
REGARDING TESTIMONY
FROM AN SEC
EMPLOYEE**

S3 23 Cr. 118 (AT)

IT IS HEREBY STIPULATED AND AGREED, by the United States of America and Miles Guo, the defendant, that an employee of the U.S. Securities and Exchange Commission (“SEC”) would testify as follows:

1. The SEC is an independent federal agency whose mission is, among other things, to protect investors, maintain fair, orderly, and efficient markets, and facilitate capital formation.
2. Following an SEC investigation, on July 28, 2021, Saraca Media Group, Inc. (“Saraca”) agreed to a settlement with the SEC concerning civil administrative allegations by the SEC that Saraca, GTV Media Group, Inc. (“GTV”), and Voice of Guo Media, Inc. (“VOG”) conducted an unregistered securities offering through the GTV Private Placement (the “GTV Private Placement”). The consent settlement was memorialized into a written agreement (the “Settlement Agreement”), which was signed by Yanping Wang on behalf of Saraca.

3. Pursuant to the Settlement Agreement, Saraca, GTV and VOG have sent to the SEC \$455,211,346.39 related to the GTV Private Placement, including \$69,713,578.06 from Saraca's investment in Hayman Capital Management (which was transmitted from the escrow account of Morvillo, Abramowitz, Grand, Iason & Anello P.C. to the SEC). As of the date of this Stipulation, Saraca and GTV together (on a joint and several basis) owe an additional \$31,488,392.52 to the SEC, and VOG owes an additional \$45,324 to the SEC.

4. The SEC established a "Fair Fund" to distribute the collected money to individuals and entities who had invested in the GTV stock offering and the G-Coins/G-Dollars offerings. After hiring an administrator to manage the distribution process, notifying investors, and collecting verification information from investors, distribution to investors began on September 26, 2022. Through the Fair Fund, the SEC has distributed approximately \$365,040,744.90 to approximately 4,835 investors throughout the world, including at least 31 investors in the Southern District of New York. The Fair Fund distribution process is ongoing.

5. As part of the consent settlement with the SEC, Saraca, GTV and VOG neither admitted nor denied the SEC's civil administrative allegations. The Settlement Agreement concerned allegations regarding an unregistered securities offering and did not allege any fraud by Saraca, GTV or VOG. The Settlement Agreement did not include any allegations of, or conclusions as to, criminal conduct.

6. This stipulation may be received into evidence as an exhibit at trial.

Dated: New York, New York
June 21, 2024

DAMIAN WILLIAMS
United States Attorney
Southern District of New York

By:



Ryan B. Finkel / Juliana N. Murray / Micah F.
Ferguson / Justin Horton
Assistant United States Attorneys



Sidhardha Kamaraju, Esq.
Matthew Barkan, Esq.
E. Scott Schirick, Esq.
Sabrina Shroff, Esq.
Attorneys for Miles Guo